FORM D

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 FORM D NOTICE OF SALE OF SECURITIES



hours per form16.00

ŧΙ

FORM D

NOTICE OF SALE OF SECURITIES

PURSUANT TO REGULATION D,

SECTION 4(6), AND/OR

UNIFORM LIMITED OFFERING EXEMPTION

le. I							VOU	14120	
- 0	(☐ check if this is an ame ability company interests		-	cate	change.)				
Filing Under (Check b Type of Filing:	ox(es) that apply): New Filing	☐ Rule 504 ☑ Amendment	☐ Rule 505	Ø	Rule 506	☐ Section	4(6)] ULOE	
		A. BASIC	DENTIFICATIO	N	DATA		PR	OCE	S.S.F.D
Enter the information	ation requested about the is	suer				ď.			
Name of Issuer ABIM Partners Equit	check if this is an ame y Fund I, LLC	change.	0	√\ SE	P 13	2006			
Address of Executive c/o Alex Brown Investigation	Offices stment Management, 217	East Redwood, Su	(Number and Street, lite 1400, Baltimore, I	ĺ		ie) Telepi	9 - 24)895 48.	ing Area Code)
Address of Principal C	Offices		(Number and Street,	City	, State, Zip Coo	le) Telepi	none Numbe	er (Includ	ling Area Code)
(if different from Exec	utive Offices)								
Brief Description of Bu	usiness: Private Inve	stment Company				1			
Type of Business Org	anization								
	corporation	limited p	artnership, already for	med	, E	other (pl	ease specify	/)	
] business trust	☐ limited p	artnership, to be forme	ed		Limited liab	lity company	y	
	ate of Incorporation or Organization: (Er	nter two-letter U.S. F	Month O 3 Postal Service Abbrevia N for Canada; FN for o	1		4 etion)	☑ Actual	E] Estimated
GENERAL INSTRUC Federal:	TIONS								
Who Must File: All is U.S.C. 77d(6).	suers making an offering o	of securities in reliar	nce on an exemption i	und	er Regulation D	or Section	4(6), 17 CF	R 230.50	01 et seq. or 15
When To File: A notice	e must be filed no later tha	n 15 days after the	first sale of securities i	in th	e offerina. A n	otice is deen	ned filed with	the U.S	. Securities and

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Persons who respond to the collection of information contained in this form are

SEC 1972 (5-05)



not required to respond unless the form displays a currently valid OMB control number. A. BASIC IDENTIFICATION DATA 2. Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. ☐ Promoter ☐ Executive Officer □ Director Check Box(es) that Apply: ■ Beneficial Owner ☐ General and/or Managing Partner Full Name (Last name first, if individual): Alex Brown Investment Management, a Maryland limited partnership (Manager) Business or Residence Address (Number and Street, City, State, Zip Code): 217 East Redwood, Suite 1400, Baltimore, Maryland 21202 Check Box(es) that Apply: □ Promoter Beneficial Owner □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual): Owens, Lee S. Business or Residence Address (Number and Street, City, State, Zip Code): c/o Alex Brown Investment Management 217 East Redwood, Suite 1400, Baltimore, Maryland 21202 ☐ Executive Officer Check Box(es) that Apply: □ Promoter □ Beneficial Owner ☐ Director ☐ General and/or Managing Partner HTR Foundation, Inc. Full Name (Last name first, if individual): Business or Residence Address (Number and Street, City, State, Zip Code): 100 Second Avenue South, Suite 500 St. Petersburg, Florida 33701 Check Box(es) that Apply: ☐ Promoter ☐ Executive Officer □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual): **Catherine Lewis Family Trust** Business or Residence Address (Number and Street, City, State, Zip Code): 100 Second Avenue South, Suite 500 St. Petersburg, Florida 33701 Check Box(es) that Apply: Promoter Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual): Carroll Hospital Center Retirement Income Plan Business or Residence Address (Number and Street, City, State, Zip Code): c/o Alex Brown Investment Management 217 East Redwood, Suite 1400, Baltimore, Maryland 21202 □ Promoter ☐ Beneficial Owner ☐ Executive Officer □ Director ☐ General and/or Managing Partner Check Box(es) that Apply: Full Name (Last name first, if individual): Business or Residence Address (Number and Street, City, State, Zip Code): ☐ Executive Officer □ Director ☐ General and/or Managing Partner Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner Full Name (Last name first, if individual): Business or Residence Address (Number and Street, City, State, Zip Code): ☐ Beneficial Owner ☐ Executive Officer □ Director ☐ General and/or Managing Partner Check Box(es) that Apply: ☐ Promoter Full Name (Last name first, if individual): Business or Residence Address (Number and Street, City, State, Zip Code):

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

□ Executive Officer

□ Director

Check Box(es) that Apply:

□ Promoter

Beneficial Owner

☐ General and/or Managing Partner

	B. INFORMATION ABOUT OFFERING													
1.	Has the issue	er sold, or o	does the is	suer inten	d to sell, to Answer a	o non-accre also in App	edited inve	estors in th lumn 2, if f	is off	ering: under	? ULOE.		☐ Yes	⊠ No
2. What is the minimum investment that will be accepted from any individual?								•••••••				,000,000* ay be waìved		
3.	Does the offe	ring permi	t joint own	ership of a	single uni	t?					· · · · · · · · · · · · · · · · · · ·		Yes	s □ No
4.	Enter the info any commiss offering. If a and/or with a associated pe	ion or simi person to l state or st	lar remune be listed is ates, list th	eration for s an associ ne name of	solicitation ated perso the broke	of purcha on or agent r or dealer	sers in cor t of a broke . If more t	nection w er or deale han five (5	ith sa ir reg 5) per	ales of istere rsons	securities d with the to be liste	s in the SEC d are		
Full	Name (Last na	ame first, if	findividual)										
Busi	ness or Resid	ence Addr	ess (Numb	per and Str	eet, City, S	State, Zip	Code)							
Nam	e of Associate	ed Broker	or Dealer	·-	-									
State	es in Which Pe (Check "All S		heck indivi	dual State	s)									All States
				CA]			_				☐ [GA]	☐ [HI] —	☐ [ID]	
		[IA]		[KY]	[LA]	[ME]		[MA]	1					
[] []	. —							☐ [ND] ☐ [WA]		[OH]		[OR] [WY]		
			[TN]			□ [VT]		☐ [WA]		[44.4]	[VV1]	[[44]		
Full	Name (Last na	ame tirst, ii	ringiviguai)										
Busi	ness or Resid	ence Addr	ess (Numb	per and Str	eet, City, S	State, Zip	Code)							
Nam	e of Associate	ed Broker o	or Dealer											
State	es in Which Po (Check "All S													☐ All States
	L] [AK]	□ [AZ]	□ [AR]	□ [CA]	☐ [CO]		□ [DE]	☐ [DC]		[FL]	□ [GA]	☐ [HI]	[ID]	•
	L] 🔲 [IN]	□ [IA]	☐ [KS]	□ [KY]	☐ [LA]	☐ [ME]	☐ [MD]	☐ [MA]		[MI]	☐ [MN]	☐ [MS]	☐ [MO]	
ון 🗀	AT) [NE]	□ [NV]	□ [NH]	□ [NJ]	☐ [NM]	□ [NY]	☐ [NC]	□ [ND]		[OH]			☐ [PA]	
	RI] [SC]		□ [TN]	□ [TX]	[TU]	[VT]	[VA]	[WA]		[WV]		□ [WY]	☐ [PR]	
Full	Name (Last na	ame first, if	findividual)										
Busi	ness or Resid	ence Addr	ess (Numb	er and Str	eet, City, S	State, Zip	Code)							
Nam	e of Associate	ed Broker o	or Dealer											
State	es in Which Pe (Check "All S											<u>.</u>		☐ All States
				☐ [CA]	'					[FL]	☐ [GA]	☐ [HI]	[ID]	
□ (I	_]	□ [IA]	□ [KS]	□ [KY]	□ [LA]	☐ [ME]	[MD]	☐ [MA]		[MI]	☐ [MN]	☐ [MS]	[MO]	
□ [N	1T] [NE]	□ [NV]	□ [NH]	□ [NJ]	☐ [NM]	□ [NY]	☐ [NC]	□ [ND]		[OH]	□ [OK]	□ [OR]	□ [PA]	
□ IF	n ⊟ rsci	□ (SD)	□ ITN1	ואדו 🎞	□ ruπ		[] [VA]	□ (WA1	П	[WV]	□ wii	□ (WY)	□ (PR)	

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

_				
	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPE	NSES A	ND USE OF PROCE	EDS
	Enter the aggregate offering price of securities included in this offering and the total amount sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, che box and indicate in the columns below the amounts of the securities offered for exchange already exchanged.	ck this		
	Type of Security		Aggregate Offering Price	Amount Already Sold
	Debt		\$	\$
	Equity		\$	\$
	☐ Common ☐ Preferred			
	Convertible Securities (including warrants)		\$	\$
	Partnership Interests	•••••	\$	\$
	Other (Specify) limited liability company interests		\$ 100,000,00	0 \$ 40,874,31°
	Total		\$ 100,000,00	
	Answer also in Appendix, Column 3, if filing under ULOE			<u> </u>
! .	Enter the number of accredited and non-accredited investors who have purchased securition offering and the aggregate dollar amounts of their purchases. For offerings under Rule 50 indicate the number of persons who have purchased securities and the aggregate dollar at their purchases on the total lines. Enter "0" if answer is "none" or "zero."	4,		
			Number Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors		12	\$ 40,874,311
	Non-accredited Investors			<u> </u>
	Total (for filings under Rule 504 only)			\$
	Answer also in Appendix, Column 4, if filing under ULOE			
١.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prifirst sale of securities in this offering. Classify securities by type listed in Part C—Question	or to the		
	Type of Offering		Types of Security	Dollar Amount Sold
	Rule 505			<u>\$</u>
	Regulation A			<u> </u>
	Rule 504			<u> </u>
	Total		·	<u> </u>
	a. Furnish a statement of all expenses in connection with the issuance and distribution of securities in this offering. Exclude amounts relating solely to organization expenses of the The information may be given as subject to future contingencies. If the amount of an expend known, furnish an estimate and check the box to the left of the estimate.	issuer.		
	Transfer Agent's Fees			\$
	Printing and Engraving Costs			\$
	Legal Fees		🔯	\$ 63,329
	Accounting Fees			\$
		1		

Total.....

63,329

\$

4	b. Enter the difference between the aggregate offering Question 1 and total expenses furnished in response to F "adjusted gross proceeds to the issuer."	Part C-Question 4.a. This differen	ce is the	•	<u>\$</u>	99,936,671
5	Indicate below the amount of the adjusted gross proceeds used for each of the purposes shown. If the amount for a estimate and check the box to the left of the estimate. The adjusted gross proceeds to the issuer set forth in response	s to the issuer used or proposed to any purpose is not known, furnish the total of the payments listed mus	o be an st equal			
				Payments to Officers, Directors & Affiliates		Payments to Others
	Salaries and fees			\$	🗆	\$
	Purchase of real estate	.,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		\$		\$
	Purchase, rental or leasing and installation of mad	chinery and equipment		\$		\$
	Construction or leasing of plant buildings and facil Acquisition of other businesses (including the valu	litiesue of securities involved in this		\$	_ 0	\$
	offering that may be used in exchange for the ass pursuant to a merger			\$		\$
	Repayment of indebtedness			\$		\$
	Working capital			s		\$ 99,936,671
	Other (specify):			\$		\$
	· · · · · · · · · · · · · · · · · · ·			\$		\$
	Column Totals			\$		\$ 99,936,671
	Total payments Listed (column totals added)				\$99,936	,671
_		D. FEDERAL SIGNATUR	RE			
CO	is issuer has duly caused this notice to be signed by the un nstitutes an undertaking by the issuer to furnish to the U.S. the issuer to any non-accredited investor pursuant to para	. Securities and Exchange Commi	n. If this ission, u	notice is filed under R pon written request of	ule 505, the its staff, the	following signature information furnished
Iss	uer (Print or Type)	Signature			Date	
	BIM Partners Equity Fund I, LLC	Lucia			Septem	ber 13, 2006
	me of Signer (Print or Type) e S. Owen	Title of Signer (Print or Type) Managing Partner of Alex. Bro	wn Inve	estment Managemen	t. Manager (of the Fund
,						
		ATTENTION				,
	Intentional misstatements or omiss	ions of fact constitute federal c	riminal	violations. (See 18 U.	S.C. 1001.)	

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

	E. STATE SIGNATURE
1.	Is any party described in 17 CFR 230.252(c), (d), (e) or (f) presently subject to any of the disqualification provisions of such rule?

See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) ABIM Partners Equity Fund I, LLC	Signature Lessen	Date September 13, 2006
Name of Signer (Print or Type) Lee S. Owen	Title of Signer (Print or Type) Managing Partner of Alex. Brown Investment Management, Ma	Manager of the Fund

Instruction:

Print the names and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manual not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

				API	PENDIX		· · · · · · · · · · · · · · · · · · ·		<u> </u>
1		2	3			4	· · · · · · · · · · · · · · · · · · ·	5	,
	to non-a investors	I to sell ccredited s in State – Item 1)	Type of security and aggregate offering price offered in state (Part C – Item 1)		amount pur	investor and chased in State C – Item 2)	Disqualification under State ULO (if yes, attach explanation of waiver granted) (Part E – Item 1		
State	Yes	No	Limited Liability Company Interests	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK								<u> </u>	
AZ							·		
AR							 	-	
CA									
СО			· · · · · · · · · · · · · · · · · · ·						
СТ			·						
DE								<u> </u>	
DC									
FL		х	\$500,000,000	4	\$14,400,000	0	0		Х
GA				-				-	
НІ									
۵I								-	-
IL.									
IN			-						
IA									
KS									
KY									
LA									
ME	·								
MD		х	\$100,000,000	7	\$23,474,311	0	0		X
MA									
МІ									
MN									
MS									
МО									
мт									
NE									
NV	<u>, </u>								
NH									
NJ		,							

				API	PENDIX			· · · · · · · · · · · · · · · · · · ·		
	<u> </u>					<u></u>	· · · · · · · · · · · · · · · · · · ·			
1	:	2	3		4					
	to non-a	to sell ccredited s in State - Item 1)	Type of security and aggregate offering price offered in state (Part C – Item 1)		Type of investor and Amount purchased in State (Part C – Item 2)					
State	Yes	No	Limited Liability Company Interests	Number of Accredited Investors	Amount		Number of Non-Accredited Investors	Amount	Yes	No
NM							·			
NY										
NC										
ND										
ОН										
ок										
OR										
PA		Х	\$100,000,000	1	\$3,000,000	 	0	\$0		х
RI										
sc										
SD										
TN										
TX				·						
UT										
VT									ļ	ļ
VA										
WA						<u> </u>				
WV										
WI							·		-	
WY						<u> </u>				
Non										